

NOTICE

NOTICE is hereby given that the 72nd Annual General Meeting of the Members of the Company will be held on Monday, 28th September, 2020 at 11:00 AM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Annual Financial Statements and reports thereon for the year ended on 31st March, 2020.

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2020 consisting of Audited Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and Auditors thereon.

2. To re-appoint Mr. Deep Lalvani, Director who retires by rotation.

To appoint a director in place of Mr. Deep Lalvani (DIN: 01771000) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider appointment of Mr. Sandeep Ahuja (DIN: 00043118) as an Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Sandeep Ahuja (DIN: 00043118) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. February 14, 2020, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of 5 (Five) years consecutive years effective from February 14, 2020."

4. To consider and approve cancellation of 1,89,045 Unsubscribed Equity Share Capital of the Company and, if thought fit, to pass, the following Resolution as a Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, enabling provisions of the Articles of Association of the company and subject to all other necessary approvals, permissions, consents, sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consent of the shareholders be and is hereby accorded to cancel the 1,89,045 (One Lakh Eighty Nine Thousand and Forty Five) Equity Shares of Rs. 10/- (Ten) each which have not been taken/subscribed by person to whom so offered from Issued Equity Share Capital of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard.

RESOLVED FURTHER THAT Mr. Deep Ashda Lalvani, Director and Ms. Pinki Sharma, Company Secretary of the Company be and is here by authorized to take requisite actions including carrying out Corporate Action in this regard."

5. To consider and approve the increase in limits under Section 186 of the Companies Act, 2013 and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors (herein after referred to as 'Board', which term shall be deemed to include any committee thereof) to give any loan to any person or any other body corporate; give any guarantee or provide any security in connection with a loan to any other

body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 15 Crores (Rupees Fifteen Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. To consider and approve limit of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013 and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, the consent of the members be and is hereby accorded for making of loans including loan represented by Book Debt, and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken by 1908 E-Ventures Private Limited, Associate Company and being an entity covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of Section 185 of the Companies Act, 2013, of an aggregate outstanding amount not exceeding Rs. 10 Crores (Rupees Ten Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include any committee thereof) be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid loan / guarantee/ security, and to take all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds, things

incidental or expedient thereto and as the Board may think fit and suitable."

7. To consider and approve Related Party Transaction under Section 188 of the Companies Act, 2013 and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or reenactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board for ratification of transactions and for entering into any contracts and / or arrangements for a period of 3 years from 1st April, 2019 to 31st March, 2022 as per the details given below:

Sr. No.	Name of Related Party	Nature of Transaction	Transaction Amount (in Rs.)
1.	1908 E-Ventures Private Limited	Sale of goods	5 Crores per annum
2.	1908 E-Ventures Private Limited	Purchase of Goods	5 Crores per annum

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include any committee thereof) be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and and to do all such acts, deeds, things incidental or expedient thereto and as the Board may think fit and suitable."

By order of the Board
For Ador Multi Products Ltd.
Sd/-

Deep A Lalvani

Director

DIN: 01771000

Mumbai

13th Aug, 2020

Registered Office:

CIN: L85110MH1948PLC310253

Ador House, 5th Floor, 6 K Dubash Marg,

Fort, Mumbai – 400 001

email: cs.adormultiproducts@gmail.com

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May, 2020 read with circular dated 08th April, 2020 and 13th April, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated 12 May 2020 permitted holding of Annual General Meeting through VC / OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the AGM of the company is being conducted through VC / OAVM herein after called as E-AGM.
2. The meeting shall be deemed to be conducted at the Registered Office of the company at Ador House, 5th Floor, 6 K Dubash Marg, Fort, Mumbai – 400 001 (MH)
3. Pursuant to provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not be a member of the company. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The facility for joining the E-AGM through VC / OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM i.e. from 10:45am to 11:15 am and will be available for on a first come first served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, promoter group, institutional investor, directors, senior managerial personnel, auditors, etc.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM / EGM has been uploaded on the website of the company i.e. www.adormultiproducts.com. The Notice can be accessed from the website of Bombay Stock Exchange i.e. www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-voting facility and

e-voting system during the AGM i.e. www.evoting.nsdl.com

7. The Company is pleased to provide e-Voting facility to its Members to enable them to cast their votes electronically on the items mentioned in the notice. A separate communication for e-voting is being sent along with Annual Report to the Members to enable them to cast their votes through e-Voting. We encourage your participation and expect your support in this green initiative. To receive communications from the company in electronic form please register your e-mail address with DP/ RTA.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the AGM is annexed hereto.
9. Members are requested to intimate any changes, if any, in their Registered Addresses and advise to inform/ register their email IDs to the Share Transfer Agents of the Company at the following Address:
Canbank Computer Services Limited
J.P.Royale, 1st Floor, 218, 2nd Main, Sampige Road, (Near 14th Cross), Malleswaram, Bengaluru -560003.
Telephone Nos: 080 – 23469661 / 62/64/65
Fax No.: 080 – 23469667
Email id: canbankrta@ccsl.co.in
10. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21st September, 2020 to Saturday, 27th September, 2020 [both days inclusive].

11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Canbank Computer Services Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Canbank Computer Services Ltd.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit

their PAN details to Canbank Computer Services Ltd.

12. Pursuant to the provisions of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of declaration is required to be transferred to the 'Investor Education and Protection Fund' (IEPF). As such, shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends, if any, in respect of the previous years.

As on 31st March, 2020 there is no unclaimed dividend amount to be transferred into Investor Education and Protection Fund' (IEPF).

13. Pursuant to Section 124(6) and rules made there under of the Companies Act, 2013 requires that all shares in respect of which dividend has not been paid or claimed for the Seven consecutive years or more shall be transferred to Investor Education and Protection Fund (IEPF).

As on 31st March, 2020 there is no unclaimed dividend amount and shares to be transferred into Investor Education and Protection Fund' (IEPF).

14. In terms of Section 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the Annual Report, including Financial Statements, Board's Report etc by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May, 2020, Notice of the Seventy Second (72nd) AGM along with Annual Report for the FY 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on the Company's website and the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com
15. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send e-mail to the company on cs.adormultiproducts@gmail.com on or before 5.00 pm on Friday, 25th September, 2020. This will enable the company to compile the information and provide the replies at the meeting. The company will be able to answer only those questions at the meeting which are received in advance as per the above process. The company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered email id mentioning their name, DP ID and Client ID / Folio Number and

mobile number, on email Id, cs.adormultiproducts@gmail.com on or before 5.00 pm on Friday, 25th September, 2020. Depending on the availability of time, the company reserves the right to restrict the number of speakers at the meeting.

16. To support "Green Initiative", members who have not registered their e-mail addresses are requested to register the same with DPs/Canbank Computer Services Limited.
17. Brief resume and other particulars, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the directors seeking re-appointment are enclosed herewith.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote electronically (on resolutions proposed to be considered at the 72nd AGM to be held on Monday, 28th September, 2020. The business may be transacted through e-voting services. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the Company's website viz., [http:// www.adormultiproducts.com/](http://www.adormultiproducts.com/) and on the website of NSDL viz., www.nsdl.co.in.
2. **Please read the below mentioned instructions before casting your vote:**
These details and instructions form an integral part of the Notice for 72nd Annual General Meeting of the Company to be held on Monday, 28th September, 2020.
3. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, you please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Ador Multi Products Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdineshbirla@gmail.com with a copy marked to evoting@nsdl.co.in.
2. The remote e-voting facility will be available during the following voting period:

Commencement of e-voting
25th September, 2020 at 9:00 A.M.

End of e-voting
27th September, 2020 at 5.00 P.M.

During this period members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Monday, 21st September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00p.m. on 27th September, 2020. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
4. You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., Monday, 21st September, 2020.
6. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ravi@ccsl.co.in.
7. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot (poll) paper.
9. Mr. Dinesh Shivnarayan Birla, Practicing Company Secretary (Membership No. F 7658, C.P.No.13029) of M/s. Dinesh Birla & Associates, Pune-411 033, has been appointed as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least

two witnesses, not in the employment of the Company and shall submit, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.adormultiproducts.com/by> 30th September, 2020 and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.adormultiproducts@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.adormultiproducts@gmail.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

VC/OAVM ARE AS UNDER:

Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available

in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.adormultiproducts@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3, 4, 5, 6, 7 and 8 of the accompanying Notice.

Item No. 3:

Mr. Sandeep Ahuja (DIN: 00043118) was appointed as Additional Independent Director with effect from 14th February, 2020 and holds office as such upto this Annual General Meeting.

The Company has received intimation in Form DIR-8 from Mr. Sandeep Ahuja that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Act & Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and his consent to be appointed as an Independent Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Sandeep Ahuja as an Independent Director of the Company to hold office for a consecutive term of 5 (five) years commencing from 14th February, 2020 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

Mr. Sandeep Ahuja is a B.A. (Hons.) Economics from Delhi University. He has also completed his Post Graduate Diploma in Advertising & Marketing by qualification from Rajendra Prasad Institute of Communication & Management, Mumbai. Prior to joining Ador Multi Products Limited, Mr. Sandeep Ahuja has been handling top management positions with over 32+ years of experience. He has worked with some of the leading companies like VLCC Personal Care Limited, VLCC Health Care Limited, Montari Industries Limited, Escorts Limited, Interads Advertising Private Limited and Lexicon Public Relations & Corporate Consultants Limited.

The Board recommends the resolutions as set out in the notice at Item No. 3 for approval of the members as Ordinary Resolution.

Save and except Mr. Sandeep Ahuja and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 3.

Item No. 4:

Pursuant to the approval accorded by the members of the company in last 5 years, the company had undertaken preferential offer of issue of Equity Shares whereby among others to sought to allot Equity Shares to the existing shareholders and selected investors on preferential basis. However, all the shares offered to the shareholders were not fully subscribed, thereby creating "Issued but Unsubscribed Share Capital" of the company.

Company seeks approval from its shareholders pursuant to the applicable provisions of the Companies Act, 2013 and the existing Articles of Association of the company, to cancel such unsubscribed part of the capital that is reflected in the issued capital of the company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolutions as set out in the notice at Item No. 4 for approval of the members as Ordinary Resolution.

Item No. 5:

The Company is required to make investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate including its subsidiary / associate companies from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any

guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, prior approval of the Members is being sought for enhancing the said limits.

The Board recommends the resolution as set out in the notice at Item No.5 for approval of the members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Deep Lalvani and Tanya Advani are concerned or interested, financially or otherwise, in the resolution.

Item No. 6:

1908 E-Ventures Private Limited is an Associate Company of the Company wherein the Company holds 61.22 % of share capital.

1908 E-Ventures Private Limited principal business activities *inter alia* consists of trading of goods in e-commerce websites.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by 1908 E-Ventures Private Limited. The said Loan(s)/ guarantee(s)/ security(ies) shall be utilised by 1908 E-Ventures Private Limited for its principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

1908 E-Ventures Private Limited is an entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by 1908 E-Ventures Private Limited of an aggregate outstanding amount not exceeding Rs. 10 Crores (Rupees Ten Crores only) per annum on the terms mentioned in the resolution set out at item no. 6 and necessary delegation of authority to the Board for this purpose.

The Board recommends the resolution as set out in the notice at Item No.6 for approval of the members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Deep Lalvani and Tanya Advani are concerned or interested, financially or otherwise, in the resolution.

Item No. 7:

1908 E-Ventures Private Limited is an Associate Company of the Company wherein the Company holds 61.22 % of share capital.

The Company enters into various transactions for purchase and sale of goods with M/s. 1908 E- Ventures Private Limited

As per the provisions of Section 188 of the Companies act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, approval of members by way of special resolution is required for all material related party transactions.

The details regarding proposed transaction with the said party, as per the provisions of Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as follows:

Name of Related Party	1908 E-Ventures Private Limited (1908)	
Name of Director or KMP who is related	Mr. Deep Lalvani and Tanya Advani	
Nature of Relationship	Above directors are common directors in both the companies	
Nature of Contract	Purchase and sale of Goods	
Terms of Contract	1st April, 2020 to 31st march, 2023	
Monetary Value	Purchase Rs. 5 Crores per annum	Sale Rs. 5 Crores per annum

The Board recommends the resolution as set out in the notice at Item No.7 for approval of the members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Deep Lalvani and Tanya Advani are concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For Ador Multi Products Ltd.

Sd/-
Deep A Lalvani

Director
DIN: 01771000

Mumbai
13th August, 2020

Registered Office:

CIN: L85110MH1948PLC310253

Ador House, 5th Floor, 6 K Dubash Marg,

Fort, Mumbai – 400 001

email: cs.adormultiproducts@gmail.com

72nd Annual Report 2020

Details of director retiring by rotation and seeking Re-appointment at the 72nd Annual General meeting pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard 2 issued by Institute of Company Secretaries of India.

Name of the Director	Mr. Deep Lalvani	Mr. Sandeep Ahuja
Father's Name	Mr. AshdaLalvani	Late Mr. Ramesh Chandra Ahuja
Date of Birth	14th February, 1981	30thOctober, 1961
Date of Appointment	1st August, 2007	14th February, 2020
Brief Resume of the Directors including qualification	A Commerce Graduate with distinction in Marketing & Advertising and masters in commerce with specialization in Accounting, MBA from Manchester Business School, UK and did courses at London School of Economics, UK	Post Graduate Diploma in Advertising & Marketing
Directorships held in other public Companies	1.Ador Welding Limited 2.Ador Powertron Limited	VLCC Personal Care Limited
Membership and Chairmanship of committees of other public companies. (Committee includes: Audit Committee, CSR Committee,Stakeholder Relationship Committee And Nomination and Remuneration Committee.)	Ador Powertron Limited Member of Audit Committee, Stakeholder Relationship Committee and CSR Committee Ador Welding Limited Member of Audit Committee, Stakeholder Relationship Committee and CSR Committee	Nil
Specific Functional Area	Involved across various functions within Ador Group including strategizing at Ador Welding Academy, new business ideas and e-commerce initiatives at the group	He has worked with some of the leading companies like VLCC Personal Care Limited,VLCC Health Care Limited, Montari Industries Limited, Escorts Limited, Interads Advertising Private Limited and Lexicon Public Relations & Corporate Consultants Limited.

Details of director retiring by rotation and seeking Re-appointment at the 72nd Annual General meeting pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard 2 issued by Institute of Company Secretaries of India. (Contd)

Experience	12 years hands on experience across reputed National and International firms	32+ years of Experience across reputed National and International companies Leadership.
Number of meeting of Board of director attended during the year	Six	One
Nature of Relationship interse	He is not related to any of the other Directors.	He is not related to any of the other Directors.
Shareholding as on 13.08.2020	4,73,060 equity shares	45,000 Equity shares

Note: For other details such as remuneration drawn and relationship with other directors and Key managerial personnel in respect of the above directors please refer to the Board's report